

1-128A032

OSTER

Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

May 8, 1991

RECORDATION #2 16168 P
MAY 8 1991 -3 45 PM
INTERSTATE COMMERCE COMMISSION

MAY 8 3 37 PM '91
RECORDATION UNIT

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Partial Termination of Security Agreement dated May 8, 1991 between the following parties:

Secured Party: First National Bank of Boston
Boston, MA

Debtor: Helm Financial Corporation
San Francisco, CA

The equipment involved in this transaction includes the following:

3, GP40-2 Locomotives
Amtrak #662-664

Please file this supplemental agreement under ICC Recordation #16168. The filing fee of \$15 is enclosed. Thank you. #16168-P

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

5/8/91

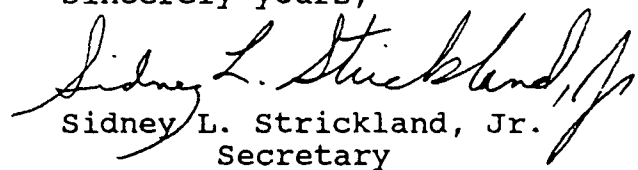
OFFICE OF THE SECRETARY

Mary A. Oster
Research Consultant
Oster Researching Services
12897 Colonial Drive
Mt. Airy, Maryland 21771

Dear ~~Mrs.~~ Oster:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/8/91 at 3:45pm, and assigned recordation number(s). 16168-P

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 16168-P
FILED 1423

MAY 8 1991 3 45 PM

INTERSTATE COMMERCE COMMISSION

**PARTIAL TERMINATION OF
SECURITY AGREEMENT**

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of 5/8/91, by The First National Bank of Boston, a national banking association, (the "Bank"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm owns Locomotives bearing American Association of Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Units"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Bank upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Bank (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

Helm is planning to sell the Units to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Bank. Pursuant to the terms of the Security Agreement, the Bank and Helm desire to terminate the Bank's security interest in the Units.

2. Termination of Security Interest. The Bank security interest in the Units shall be and is hereby terminated upon the filing of this Partial Termination which the ICC and all of the Bank's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on the Bank security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS WHEREOF, the Bank, pursuant to due authority, has executed this Partial Termination of Security Agreement as of the date first above written.

ATTEST:

**THE FIRST NATIONAL BANK OF
BOSTON**

Name: _____

By: *[Signature]*

Title: _____

Title: VP

[CORPORATE SEAL]

COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF SUFFOLK)

On this 7 day of May, before me, personally appeared Dexter Freeman to me personally know, who being by me duly sworn, says that he is a Vice President of The First National Bank of Boston, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.


Notary Public

My Commission Expires:

JAMES F. HIGGINS JR.
Notary Public
My Commission Expires Mar, 28, 1997

EXHIBIT A

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>	
		<u>Old</u>	<u>New</u>
GP 40 CLC locomotives	3	2007	Amtrak 662
		2020	663
		2042	664